

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

IN RE: Bankruptcy No. 20-20425-GLT
VIDEOMINING CORPORATION, Chapter 11
Debtor. Document No. ____
Related to Doc. Nos. 274 and 299

**SIXTH STIPULATION AND CONSENT ORDER MODIFYING AND EXTENDING
ORDERS AUTHORIZING DIP FINANCING AND USE OF CASH COLLATERAL**

Upon the agreement and stipulation of Enterprise Bank (“Enterprise”), White Oak Business Capital, Inc. (“White Oak”), the Internal Revenue Service of the United States (“IRS”), and the above-captioned Debtor, (collectively, the “Parties”), by and through their undersigned counsel, to the terms and conditions set forth in this Sixth Stipulation and Consent Order (this “Sixth Stipulation”); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; the Court finding that due notice and such opportunity for a hearing as is appropriate under the circumstances has occurred and that no further notice to any party in interest is required; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and after due deliberation and good and sufficient cause appearing therefor;

IT IS hereby STIPULATED, AGREED, and ORDERED as follows:

1. Pursuant to the terms of the Final Order Authorizing Use of Cash Collateral Through May 8, 2020 entered by the Court on March 12, 2020 (ECF No. 102) (the “Final Cash Collateral Order”) and the Modified Final Order Authorizing Debtor to Obtain Post-Petition Financing entered by the Court on March 19, 2020 (ECF No. 113) (the “Final DIP Order”) along with the Stipulation and Consent Order (1) Modifying and Extending Orders Authorizing DIP

Financing and Use of Cash Collateral and (2) Authorizing Amendment of DIP Loan Documents entered on August 21, 2020 (ECF No. 181) (the “First Stipulation”), the Second Stipulation and Consent Order Modifying and Extending Orders Authorizing DIP Financing and Use of Cash Collateral entered on September 25, 2020 (ECF No. 189) (the “Second Stipulation”), the Third Stipulation and Consent order Modifying and Extending Orders Authorizing DIP Financing and Use of Cash Collateral entered on November 24, 2020 (ECF No. 208)(the “Third Stipulation”), the Fourth Stipulation and Consent Order Modifying and Extending Orders Authorizing Use of Cash Collateral entered on February 10, 2021 (ECF No.235) (the “Fourth Stipulation”), the Fifth Stipulation and Consent Order Modifying and Extending Orders Authorizing DIP Financing and Use of Cash Collateral and Authorizing Amendment of DIP Loan Documents entered on February 25, 2021 (ECF No. 250) (the “Fifth Stipulation”), the Modified Order of Court dated April 30, 2021 (ECF No. 284) (the “April 30th Order”) and the Text Order entered on May 12, 2021 (ECF No. 296) (the “May 12, 2021 Order” and together with the Final Cash Collateral Order, the Final DIP Order, the First Stipulation, the Second Stipulation, the Third Stipulation, the Fourth Stipulation, the Fifth Stipulation, and the April 30th Order, the “Orders”), the maturity date of the DIP Loan is May 26, 2021 and the Debtor is Authorized to use cash collateral through May 26, 2021.

2. The Parties have agreed to further modify and extend the Orders under the terms and conditions of this Sixth Stipulation.

3. The Debtor is hereby authorized to use cash collateral through August 24, 2021 consistent with the Orders and the budget attached hereto as **Exhibit A**, which Budget has been agreed to by the Parties (the “Cash Collateral Extension”).

4. Paragraphs 10(a) and 10(g) of the Final DIP Order are hereby modified so that the references to “February 28, 2021” and “March 31, 2021” are deleted and replaced with “August 24, 2021” (the “the DIP Loan Extension”).

5. Subject to Paragraph 6, the Cash Collateral Extension and the DIP Loan Extension shall be effective so long as the Debtor is making progress towards closing on the sale of its assets in accordance with the Letter of Intent from VMC Acq., LLC (“VMC”) dated May 11, 2021 (the “VMC transaction”). The Debtor shall file a Motion to Approve the VMC transaction on or before June 10, 2021.

6. If the VMC transaction is terminated for any reason, or the Debtor violates any term or condition in the Orders or this Sixth Stipulation or an Event of Default as Defined in the DIP Loan Documents occurs and continues beyond all applicable cure periods, Enterprise shall be authorized to file a Motion for Relief from the Automatic Stay on an expedited basis.

7. Pursuant to the VMC transaction, VMC has made a \$100,000.00 non-refundable deposit, which is currently being held in Debtor’s Counsel’s escrow account (the “Non-Refundable Deposit”). The Debtor shall be authorized to utilize the Non-Refundable Deposit for operating expenses up until closing provided that the Debtor has first exhausted its cash and availability under the DIP Loan.

8. In the event that the Debtor utilizes all or some of the the Non-Refundable Deposit for operating expenses and the Debtor subsequently closes sales resulting in cash or increased availability under its DIP Loan, the Debtor shall replenish the Non-Refundable Deposit up to the amount it previously utilized for operating expenses with the objective of the Non-Refundable Deposit equaling \$100,000 on the date of the closing with VMC.

9. Except as expressly modified hereby, all terms and conditions of the Orders remain in full force and effect. Capitalized terms not otherwise defined in this Stipulation and Consent order shall have the meanings ascribed to such terms in the Orders.

10. Except as expressly provided in this Sixth Stipulation, nothing herein waives, prejudices, or otherwise affects the rights and remedies of the Parties, whether under the Bankruptcy Code, applicable non-bankruptcy law, the Orders, at law or in equity, or otherwise, and all such rights and remedies are hereby reserved.

11. The continued hearing scheduled for May 26, 2021 is CANCELLED.

CONSENTED AND AGREED TO:

/s/ Ryan J. Cooney

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Dated: May 25, 2021

Counsel for VIDEOMINING CORPORATION

CONSENTED AND AGREED TO:

/s/ Thomas D. Maxson

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Dated: May 25, 2021

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[Signatures continue on following page]

CONSENTED AND AGREED TO:

/s/ Jill L. Locnikar

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Dated: May 25, 2021

*Counsel for INTERNAL REVENUE SERVICE
OF THE UNITED STATES*

CONSENTED AND AGREED TO:

/s/ Jeffrey M. Rosenthal

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Dated: May 25, 2021

*Counsel for WHITE OAK BUSINESS
CAPITAL, INC.*

SO ORDERED:

Dated: May 25, 2021



Gregory L. Taddonio hct

United States Bankruptcy Judge

VidoeMining Corporation
Budget Weeks 66 to 80
5-11-2021

Week Ending ==>	Week 68 28-May	Week 69 4-Jun	Week 70 11-Jun	Week 71 18-Jun	Week 72 25-Jun	Week 73 2-Jul	Week 74 9-Jul	Week 75 16-Jul	Week 76 23-Jul	Week 77 30-Jul	Week 78 6-Aug	Week 79 13-Aug	Week 80 20-Aug	Week 81 27-Aug
Beginning A/R	\$195,000	\$250,000	\$485,000	\$554,000	\$554,000	\$689,000	\$574,535	\$559,535	\$655,535	\$559,535	\$524,535	\$665,070	\$548,670	\$484,170
Sales	\$55,000	\$235,000	\$121,500	\$0	\$135,000	\$20,535	\$0	\$96,000	\$0	\$110,000	\$120,000	\$0	\$25,500	\$0
Collections	\$0	\$0	(\$52,500)	\$0	\$0	(\$130,950)	(\$15,000)	\$0	(\$93,120)	(\$145,000)	\$20,535	(\$116,400)	(\$90,000)	(\$121,500)
Discounts Taken	\$0	\$0	\$0	\$0	\$0	(\$4,050)	\$0	\$0	(\$2,880)	\$0	\$0	\$0	\$0	\$0
Ending A/R	\$250,000	\$485,000	\$554,000	\$554,000	\$689,000	\$574,535	\$559,535	\$655,535	\$559,535	\$524,535	\$665,070	\$548,670	\$484,170	\$362,670
EXPENSES														
Payroll	\$54,000	\$12,250	\$9,600	\$3,500	\$9,600	\$52,600	\$19,000	\$0	\$9,800	\$53,000	\$19,000	\$0	\$49,000	\$49,000
Employee Benefits	\$5,700	\$0	\$0	\$0	\$9,500	\$0	\$9,500	\$0	\$9,500	\$0	\$0	\$9,500	\$0	\$0
Professional Services	\$9,000	\$0	\$0	\$0	\$18,000	\$0	\$0	\$9,000	\$0	\$0	\$9,000	\$0	\$0	\$0
Contract Services	\$13,900	\$14,500	\$5,000	\$0	\$0	\$11,100	\$0	\$2,400	\$12,400	\$11,100	\$2,400	\$10,800	\$400	\$11,100
Cost of Good Sold	\$1,000	\$1,500	\$1,500	\$1,500	\$1,500	\$1,000	\$1,000	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500
General Operating Expenses	\$15,000	\$1,000	\$2,000	\$2,000	\$2,000	\$1,000	\$500	\$2,000	\$2,000	\$2,000	\$2,000	\$2,000	\$2,000	\$2,000
Facilities Expense	\$0	\$7,605	\$7,605	\$0	\$0	\$0	\$0	\$7,605	\$0	\$0	\$7,605	\$0	\$0	\$0
Insurance Expense	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Patent Maintenance / Sale Cost	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Chapter 11 Legal Fees	\$0	\$7,500	\$0	\$0	\$7,500	\$0	\$0	\$7,500	\$0	\$7,500	\$0	\$0	\$7,500	\$0
IRS Settlement	\$0	\$0	\$7,500	\$0	\$7,500	\$7,500	\$0	\$7,500	\$0	\$7,500	\$0	\$0	\$0	\$0
US Trustee Costs	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$4,875
DIP Lending Fees	\$0	\$0	\$13,500	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
DIP Financing Interest	\$0	\$1,500	\$0	\$0	\$0	\$0	\$2,300	\$0	\$0	\$0	\$2,300	\$0	\$0	\$0
TOTAL OPERATING EXPENSES	\$98,600	\$45,855	\$46,705	\$7,000	\$55,600	\$73,200	\$32,300	\$37,505	\$35,200	\$82,600	\$43,805	\$23,800	\$60,400	\$68,475
CASH REQUIREMENTS														
Beginning Cash	\$5,856	\$12,256	\$1,401	\$7,196	\$196	\$4,596	\$62,346	\$45,046	\$7,541	\$5,461	\$7,861	\$13,521	\$36,121	\$65,721
Collections	\$0	\$0	\$52,500	\$0	\$0	\$130,950	\$15,000	\$0	\$93,120	\$145,000	(\$20,535)	\$116,400	\$90,000	\$121,500
Less: Operation Expenses	(\$98,600)	(\$45,855)	(\$46,705)	(\$7,000)	(\$55,600)	(\$73,200)	(\$32,300)	(\$37,505)	(\$35,200)	(\$82,600)	(\$43,805)	(\$23,800)	(\$60,400)	(\$68,475)
WOBC Payment	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Refunds / Cobra payment / Deposits	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
AGSM Deposit: Draw / Repay	\$50,000	(\$50,000)	\$0	\$0	\$60,000	\$0	\$0	\$0	(\$60,000)	\$0	\$0	\$0	\$0	\$0
DIP Borrowing / Repayment	\$55,000	\$85,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0	(\$60,000)	\$70,000	(\$70,000)	\$0	(\$100,000)
Ending Balance	\$12,256	\$1,401	\$7,196	\$196	\$4,596	\$62,346	\$45,046	\$7,541	\$5,461	\$7,861	\$13,521	\$36,121	\$65,721	\$18,746
Qualified DIP AR	\$250,000	\$485,000	\$554,000	\$554,000	\$689,000	\$574,535	\$559,535	\$655,535	\$559,535	\$524,535	\$665,070	\$548,670	\$484,170	\$362,670
Facility Limit	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000
Borrowing Percentage	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%
Borrowing Avail.	\$250,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$306,335
DIP Loan Balance	\$250,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$345,000	\$275,000	\$275,000	\$175,000
Net Availability	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$60,000	(\$10,000)	\$60,000	\$60,000	\$131,335
DIP LENDER LINE OF CREDIT														
Opening Balance	\$195,000	\$250,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$275,000	\$345,000	\$275,000	\$275,000
Net Lending	\$55,000	\$85,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0	(\$60,000)	\$70,000	(\$70,000)	\$0	(\$100,000)
Ending Balance	\$250,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$335,000	\$275,000	\$345,000	\$275,000	\$275,000	\$175,000

VidoeMining Corporation
Budget Weeks 66 to 80
5-11-2021

Notes:

1. Sales Forecast	
a. Week 68	Mars (rebranding insights - \$55,000 (PO Received)
b. Week 69	Jack Links - \$145,000, Mars (C-Stores) - \$90,000 (Documents in process)
c. Week 70	Mars - \$121,500 (Grocery) (Documents in process)
d. Week 72	General Mills
2. Catchup	All administrative expenses are scheduled to be fully current by Week 72
a. Murtaza Amil (ex-President)	Unpaid Payroll for March (final paycheck)
b. Rajeev Sharma (CEO)	Unpaid Payroll for: April - Week 70, May - Week 72
c. Onmyodo Prof. Serv. Fees	Unpaid Invoices for: March - Week 68, April & May - Week 72
d. Contractor Fees	Weeks 68 to 70
e. Rent	Week 69 - May, Week 70 - June
f. IRS	Week 70 - April, Week - 72 - May
3. Other	
a. Week 68	Software license renewal of ~\$14,000